
The Cove Football Club Incorporated

Club Constitution

as at 8th October 2017



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Part 1—Preliminary

1. Club details

- 1.1. The Club shall be called “*The Cove Football Club Incorporated*” and shall not be dissolved, nor shall its name be altered, without concurrence of three-fourths of its members present at a meeting specifically called for the purpose of dissolution or to change the Club name.
- 1.2. The colours of the Club, and its teams, are red, white and royal blue, except for cases of special matches, where the Colour may be determined by the Committee.

2. Objects and Purpose

- 2.1. The purpose of the Club is:
 - 2.1.1. To promote and foster football; and
 - 2.1.2. To encourage physical fitness, a sense of fair play and a love of football; and
 - 2.1.3. To develop and maintain a club spirit so that all members feel included and all members are committed to high standards on and off the field.

3. Interpretation

- 3.1. In this Constitution, unless the contrary intention appears:

by-law means any rule or regulation which is created under this Constitution;

Club means the Cove Football Club Incorporated;

Code of Conduct means any by-law created by the Committee for the purposes of regulating the conduct of the Club and its members;

Committee means the Committee of twelve (12) members elected at the Annual General Meeting (subject to the filling of casual vacancies).

Committee member means any member of the Committee of twelve (12);

Executive Committee means the group of six (6) members in whom day-to-day management of the Club is vested, consisting of the Office Bearers and two (2) other Committee members;

Executive Committee member means any member of the Executive Committee;

Football means the game of Australian Rules Football;

General Meeting means either an Annual General Meeting of the Club or a Special General Meeting of the Club convened in accordance with these rules;

League sanctioned means any game or thing which is officially recognised by the peak body governing Australian Rules Football at a community level in South Australia or any of its subordinate bodies;

member means a member of one of the categories of membership of the Club;

Office Bearer means an office bearer of the Club;

rule means a rule of this Constitution;

Secretary means the Secretary of the Club;

4. Membership

- 4.1. The Club shall consist of the following classes of members:
 - 4.1.1. Ordinary members;

- 4.1.2. Player Life members;
- 4.1.3. Life members;
- 4.1.4. Honorary members;
- 4.2. A person cannot be a Committee member, or cast a vote at a General Meeting, unless they are a member.

5. General meetings

- 5.1. The Annual General Meeting shall be held each year in the month of October.
- 5.2. General Meetings shall be called either by advertisement in the daily press or by mail addressed to each member (electronically if possible), and a notice placed on the notice board at the Club premises, at least seven days prior to such meeting.
- 5.3. The business of the Annual General Meeting shall be—
 - 5.3.1. To confirm the minutes of the preceding Annual General Meeting;
 - 5.3.2. To receive the President's report for the previous financial year;
 - 5.3.3. To receive the Treasurer's report and the audited financial statements for the previous financial year (which commences on the 1st October and ends on the last day of September);
 - 5.3.4. To elect the members to the vacant Committee positions provided that they first consent in person or in writing;
 - 5.3.5. To elect delegates and proxy delegates to meetings of the Football League(s) governing the competition(s) in which the Club plays, to the extent permitted by such Football League(s) and to the extent this is feasible at the time of the Annual General Meeting;
 - 5.3.6. To note the person who has the role of Public Officer.
 - 5.3.7. To conduct any other business placed on the agenda by the Committee of which notice has been given with the notice of the Annual General Meeting.
- 5.4. The Committee shall consist of twelve (12) members, with six (6) elected each year for a term of two (2) years. The Secretary and Vice-President on the one hand, and the President and Treasurer on the other hand, shall be elected in alternative years.
- 5.5. Transitional clause. In the first year that this clause is adopted, the President, Treasurer and four (4) ordinary members shall be elected for a term of two (2) years. In the first year that this clause is adopted, the Secretary, Vice-President and four (4) ordinary members shall be elected for a term of one (1) year. Thereafter, clause 5.4 shall apply.
- 5.6. Nominations for elections of the position of office bearers shall only be accepted if they are received seven (7) calendar days clear of the date of the Annual General Meeting; except that if there are no valid written nominations for a position then a nomination may be accepted at the Annual General Meeting.
- 5.7. A Special General Meeting shall be called by the Secretary within twenty-eight (28) days of receipt of a directive of the Committee of Management or a written request of twelve (12) members specifying the business to be conducted at the meeting. Only the specified business may be conducted at the meeting. No amendment or alterations of substance to any motion set out in such notice shall be allowed unless the same is permitted by the majority of members at such meeting.
- 5.8. Any member may attend a General Meeting. Written notice of not more than twenty-eight (28) days and not less than fourteen (14) days of all General Meetings shall be given to all members.

- 5.9. A quorum at any General Meeting shall be sixteen (16) members or two-thirds of the ordinary members whichever is less.
- 5.10. Should a quorum not be present within thirty (30) minutes of the time appointed for any Special Meeting or Annual General Meeting properly convened, the meeting shall be adjourned for the fourteenth day after the date originally set. If a quorum be not present at the adjourned meeting, those present shall be considered a quorum.

6. Voting

- 6.1. Voting shall not be by proxy and shall be in person by show of hands except that:
 - 6.1.1. Any contested election at an Annual General Meeting or otherwise shall be by secret ballot;
 - 6.1.2. The meeting may by show of hands require any other vote to be by secret ballot.
 - 6.1.3. Individuals with special interests or knowledge relevant to the Club may be invited to attend any meeting and to speak at the discretion of the Chair but may not vote.
- 6.2. Unless otherwise specified in this Constitution, a vote shall be by simple majority.

Part 2—Management vested in Executive Committee subject to Committee

7. Membership, Powers, and duties of the Executive Committee

- 7.1. The management of the Club is vested in the Executive Committee.
- 7.2. The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer and two other members of the Committee. The two Executive Committee members other than the Office Bearers shall be chosen by secret ballot by the Committee at its first meeting after the Annual General Meeting.
- 7.3. The quorum for the Executive Committee shall be four (4).
- 7.4. The Executive Committee shall meet at least monthly in the months January to October inclusive, and otherwise as the Executive Committee deems necessary.
- 7.5. Notice of every Executive Committee meeting shall be sent electronically by the Secretary to each member of the Executive Committee, at least forty-eight (48) hours prior to such meeting.
- 7.6. Minutes of all resolutions and proceedings of the Executive Committee shall be recorded and maintained by the Secretary. Minutes of Executive Committee meetings shall be provided to all members of the Committee.
- 7.7. At every Executive Committee meeting, the minutes of the previous Executive Committee meeting must be confirmed, and signed by the person chairing the meeting.
- 7.8. The Executive Committee shall have the full authority:
 - 7.8.1. To control the funds and finances of the Club;
 - 7.8.2. To call a Special General Meeting of the Club;
 - 7.8.3. To make by-laws for the general management of the Club, provided they are not inconsistent with these rules;
 - 7.8.4. To appoint delegates and proxy delegates to meetings of the Football League(s) governing the competition(s) in which the Club plays, to the extent permitted by such Football League(s) – if this has not been done at the Annual General Meeting;

- 7.8.5. To appoint and dismiss members of the Selection Committee, Football coaches and members of the training staff;
- 7.8.6. To fill, by a resolution of the Executive Committee, any vacancy in the Office Bearers or Committee membership which occurs between two Annual General Meetings, with the person so appointed to hold office for the remainder of the term applicable to the vacancy (which may extend beyond the next Annual General Meeting to the subsequent Annual General Meeting);
- 7.8.7. To be responsible for the raising of all finances and to control all social activities.
- 7.9. The Executive Committee may by resolution or by-law create sub-committees, for example sponsorship, membership, facilities, football operations, etc. Sub-committees may consist of such numbers of persons as the Executive Committee shall think fit to appoint and may revoke or recall at its pleasure any such delegation or appointment.
 - 7.9.1. The President, Secretary and Treasurer shall be ex officio members of all sub-committees.
- 7.10. The Executive Committee shall report at least quarterly to the Committee and shall consult the Committee on issues of significance to the Club in terms of expenditure, risk or controversy.

8. The Committee

- 8.1. The Committee is available to provide advice to the Executive Committee. The Committee may, by a simple majority vote, give directions to the Executive Committee on issues of significance to the Club in terms of expenditure, risk or controversy. The Committee may resolve to call a Special General Meeting of the Club.
- 8.2. The quorum for the Committee shall be seven (7).
- 8.3. Notice of every Committee meeting shall be sent electronically by the Secretary to each member of the Committee, at least seven (7) days prior to such meeting.
- 8.4. The Committee shall hold meetings at least once a quarter.
- 8.5. Minutes of all resolutions and proceedings of the Committee shall be recorded and maintained by the Secretary.
- 8.6. At every Committee meeting, the minutes of the previous Committee meeting must be confirmed, and signed by the person chairing the meeting.

9. Conduct of Executive Committee and Committee meetings

- 9.1. The most senior office bearer present at the meeting shall chair a meeting of the Club, including Executive Committee meetings, Committee meetings and General Meetings.
- 9.2. The chair shall have a casting vote, in addition to a normal vote, which may only be cast if there is a dead-lock in voting.
- 9.3. Any Executive Committee or Committee Member who is absent from three (3) consecutive meetings without sending an explanation satisfactory to the Executive Committee shall cease to be a member of the Committee (and, if an office bearer, shall cease to be an office bearer).
- 9.4. The Executive Committee and the Committee shall meet at such time and place as it may direct, and failing such direction, at such other time and place as the Secretary may direct.

Part 3—The Office Bearers

10. The Office Bearers

- 10.1. The office bearers of the Club shall be the:
 - 10.1.1. President;
 - 10.1.2. Vice-President;
 - 10.1.3. Secretary;
 - 10.1.4. Treasurer.
- 10.2. The Executive Committee, the Committee or a General Meeting may from time to time create additional positions, such as Assistant Secretary and Assistant Treasurer, to assist the office bearers.
- 10.3. The seniority of office members shall be the order they appear in clause 10.1.

11. President

- 11.1. The President together with the Secretary shall prepare the agenda for Executive Committee, Committee and General Meetings.
- 11.2. The President (or whoever is chairing the meeting) must sign a copy of the minutes of the previous meeting once they are confirmed, including Committee meetings and General Meetings.
- 11.3. The chairperson of a meeting shall encourage full balanced participation by all members and shall decide on matters of order.
- 11.4. The President shall act as Spokesperson for the Club unless an alternative Spokesperson has been appointed by the Committee at a General Meeting. The Spokesperson shall make statements in accordance with previously agreed policy, or in an emergency following consultation with at least two (2) members of the Executive Committee.
- 11.5. If the President is temporarily absent or unable to carry out the duties of President, the Vice-President shall carry out the duties of President.

12. Treasurer

- 12.1. The Treasurer shall ensure that procedures are in place which are designed to achieve all monies received being paid into an account authorised by the Executive Committee in the name of the Club. Payments shall be as petty cash, or alternatively by electronic transfer or by cheque authorised by two (2) authorised password holders or signatories of whom there shall be no more than four (4) appointed by the Executive Committee. Major or unusual expenditures shall be authorised in advance by the Committee or a General Meeting.
- 12.2. The Treasurer shall ensure that procedures are in place which are designed to achieve recording and storage of all receipts and payments and other financial transactions.
- 12.3. The Treasurer shall ensure that financial budgets and statements are prepared and shall submit a report on the finances to each Executive Committee meeting and each Committee meeting.
- 12.4. The Treasurer shall ensure that the Financial Statements comprising either an account of receipts and payments and a statement of assets and liabilities, or an account of income and expenditure and a balance sheet shall be prepared following the end of the Club's financial year, which shall commence on 1st October and end on 30th September unless altered at a General Meeting.
- 12.5. The Treasurer shall ensure that the annual Financial Statements are audited before presentation at the Annual General Meeting by an independent auditor who shall be appointed by the Executive Committee, provided that where the auditor is changed the Treasurer shall so inform at the Annual General Meeting in the Treasurer's Report.

13. Secretary

- 13.1. The Secretary shall ensure that notice of meetings is given in accordance with the provisions of this constitution.
- 13.2. The Secretary shall ensure that records are kept of the Association including:
 - 13.2.1. The Constitution, Bye Laws and policies;
 - 13.2.2. Records of members in each separate category;
 - 13.2.3. A record of minutes of meetings, and of notices;
 - 13.2.4. A record of all correspondence; and
 - 13.2.5. Records of submissions or reports made by or on behalf of the Club.

Part 4—Appointed officers and roles

14. Football Director

- 14.1. The Executive Committee shall appoint a Football Director each year prior to the start of training each season. This appointment shall be of an honorary nature.
- 14.2. The Football Director shall be responsible to the Executive Committee and shall act as a liaison/arbitrator between players, coaches, trainers, runners and the Executive Committee. He shall be empowered to deal with such matters as grievances, requests and suggestions from the above, including parents and/or guardians of players. In the event that a mutually satisfactory solution cannot be attained, said matter shall be referred to Executive Committee for decision. He shall be entitled to the full co-operation of all players, coaches, managers, trainers, committees and members in the pursuit of these responsibilities.
- 14.3. An Assistant Football Director shall be appointed, if required, to assist the Football Director.

15. Selection Committee

- 15.1. The Committee shall appoint a Selection Committee consisting of:
 - 15.1.1. The coach; and
 - 15.1.2. The captain; and
 - 15.1.3. One non-playing member selected at the discretion of the Committee.

16. The Public Officer

- 16.1. The Executive Committee shall appoint either the Secretary or a longstanding member of the Club to be Public Officer (the legal point of contact for the Club), and the name of the Public Officer shall be reported to the Annual General Meeting (for the record, not for voting purposes).

Part 5—Membership

17. Ordinary Membership

- 17.1. Ordinary members are individuals who have —
 - 17.1.1. Registered in a manner approved by the Executive Committee; and
 - 17.1.2. Paid any membership fee if it has been set by a General Meeting; and
 - 17.1.3. Agreed to the objects of the Club and the Code of Conduct; and

- 17.1.4. Not had membership vetoed by the Executive Committee within two (2) months of registration.
- 17.2. Ordinary members are accepted on a provisional basis for two months after registration. The Executive Committee may in their absolute discretion, by a vote of at least two thirds of the Executive Committee members present and voting at a duly convened Executive Committee meeting, veto the membership of a new member or a renewing member if it is considered genuinely in the interests of the Club for the individual to be excluded from the Club.
- 17.3. No matter when an individual registers to become an ordinary member, membership runs until 28th February in the year following registration. If membership is not renewed by 28th February then membership lapses; an individual whose membership has lapsed may apply to rejoin as a member, in accordance with this Constitution.
- 17.4. If a member is under eighteen (18) years of age, a parent or lawful guardian of the member may exercise a vote on behalf of the member at a General Meeting but a member under eighteen (18) years of age is not eligible for election to the Committee.

18. Honorary members

- 18.1. The Executive Committee in its discretion may bestow honorary membership upon an individual whose association with the club is deemed to advantage or honour the Club.
- 18.2. Honorary members shall not be liable to pay any membership fee.
- 18.3. Honorary members shall enjoy all the privileges of ordinary members, except:
 - 18.3.1. Honorary members shall not be eligible to be elected as Committee members;
 - 18.3.2. Honorary members shall not be entitled to vote at a General Meeting;
 - 18.3.3. Honorary members shall not be entitled to receive any notice required to be given to ordinary members.

19. Life Member (Player)

- 19.1. Any player or coach of a Club football team may be granted Player Life Membership, if:
 - 19.1.1. The nominee has played a minimum of one hundred and fifty (150) League Sanctioned Senior Grade Matches; and
 - 19.1.2. The nominee shall have played a minimum eight (8) years of senior grade football; and
 - 19.1.3. The nominee shall have been an ordinary member of the Club for a minimum of five (5) years; and
 - 19.1.4. The nominee shall have played a minimum of one (1) League Sanctioned Senior Grade Match during his last year playing for the Club.

20. Nomination and Determination of Player Life Memberships

- 20.1. Only a Committee member may nominate a player or coach for Player Life Membership.
- 20.2. Nominations for Player Life Memberships must be in writing and delivered to the Secretary not later than fourteen (14) days prior to the Presentation Night held each year.
- 20.3. The Committee must select, by secret ballot, which if any nominees shall be granted Player Life Membership.
- 20.4. No person shall be granted Player Life Membership whose nomination receives less than seventy-five (75) percent of votes cast at the Committee meeting held for this purpose.
- 20.5. There is no obligation upon the Committee, or any Committee member, to provide any General Meeting or any person with reasons for the lack of approval of a nomination.

21. Life Members (non-Player)

- 21.1. Any member of the Club may be granted Life Membership, provided:
 - 21.1.1. The nominee has been a member for a minimum of ten (10) years; or,
 - 21.1.2. The nominee has served a minimum of seven (7) years in an official capacity or as a member of a committee, sub-committee, or an appointed position within the overall administration of the Club;
- 21.2. The nominee's service to the Club shall have been of such value so as to justify said nomination.
- 21.3. The nominee shall have given such service on a voluntary basis, (apart from any modest Honorarium).

22. Nomination and Determination of Life Memberships

- 22.1. Only a Committee member may nominate a member for Life Membership.
- 22.2. Nominations for Life Memberships must be in writing and delivered to the Secretary not later than fourteen (14) days prior to the Presentation Night held each year.
- 22.3. The Committee must select, by secret ballot, which if any nominees shall be granted Life Memberships.
- 22.4. No person shall be granted Life Membership whose nomination receives less than seventy-five (75) percent of the votes cast at the meeting held for this purpose.
- 22.5. Not more than three (3) persons shall be granted Life Membership in any financial year.
- 22.6. There is no obligation upon the Committee, or any Committee member, to provide any General Meeting or any person with reasons for the lack of approval of a nomination.

23. Privileges of Life Members

- 23.1. All persons granted Player Life Membership or Life Membership shall be entitled to attend home games free of admission costs.
- 23.2. All persons granted Player Life Membership or Life Membership shall be exempt from payment of any annual membership fees.
- 23.3. All persons granted Player Life Membership or Life Membership shall have their names inscribed in an appropriate manner on the Honour Board provided for that purpose.
- 23.4. Player Life Members and Life Members shall enjoy all the benefits and privileges normally available to ordinary members of the Club, including voting rights and eligibility to serve as an office bearer or on the Committee.

24. Disciplinary Action; and Rescission of Memberships

- 24.1. The Executive Committee may rescind, by secret ballot, a member's Player Life Membership, Life Membership or Honorary membership if a person has been found guilty of a criminal act or if the general character or conduct of the person is deemed by the Executive Committee to be detrimental to the Club.
- 24.2. Rescission of Life Membership requires at least seventy-five (75) percent of the votes cast at the Executive Committee meeting held for this purpose; and
- 24.3. Such rescission may be appealed by the member to the Secretary within seven (7) days of a reasonable attempt to notify the member of the Executive Committee's rescission decision. If the Secretary receives such an appeal, the Secretary must present a report on the rescission decision (including the written appeal) to the next General Meeting. The rescission decision of the Executive Committee shall not be overturned unless by vote of two thirds of the members present at such meeting.

- 24.4. An ordinary member may be suspended or expelled by the Executive Committee, by a vote of at least two thirds of the Executive Committee members present and voting at a duly convened Executive Committee meeting, if a person has been found guilty of a criminal act; or if the general character or conduct of the person is deemed by the Executive Committee to be detrimental to the Club.
- 24.5. Such an ordinary member has the right to submit an appeal in writing to the Secretary within seven (7) days of being notified of suspension or expulsion. If the Secretary receives such an appeal, the Secretary must present a report on the disciplinary action (including the written appeal) at the next General Meeting. The disciplinary decision of the Executive Committee shall not be overturned unless by vote of two thirds of the members present at such meeting.
- 24.6. A suspended member has no membership rights except for the right to appeal in accordance with this clause. In the event of expulsion there is no right to refund of a membership fee.
- 24.7. In the event that disciplinary action or rescission of membership has been initiated against a member, if the President in his or her discretion, considers that if there has been unsatisfactory conduct which may be repeated by the individual concerned, the President may request the tenant or proprietor of the Club premises to ban the individual concerned from the precincts of the Club premises.

Part 6—Legal Requirements

25. Club seal and seal-holders

- 25.1. The Executive Committee shall from time to time appoint three of its members to be seal holders on behalf of the Club.
- 25.2. The seal shall remain in the custody of the Secretary and shall not be removed from the Club's premises
- 25.3. The seal of the Club shall be under the control of the Executive Committee and shall not be affixed to any document except by resolution of the Club or the Executive Committee nor except in the presence of at least two Seal holders who shall both countersign any document to which the seal may be affixed.

26. Requirement for changing Constitution

- 26.1. If the Secretary receives a Notice of Motion to amend or replace this Constitution between sixty (60) and twenty-one (21) days to prior to the Annual General Meeting, the Secretary shall distribute the Notice of Motion to all members with the Notice of the Annual General Meeting and the proposal contained in the Notice of Motion shall be business of the Annual General Meeting. If the Secretary receives a Notice of Motion to amend or replace this Constitution at any other time the Executive Committee in its discretion shall resolve either for the proposal to be considered at the next Annual General Meeting or call a Special General Meeting with at least 14 days' notice to consider the proposal contained in the Notice of Motion.
- 26.2. This Constitution shall only be amended or replaced by vote of a two-thirds majority of the members present at either the Annual General Meeting or at a Special General Meeting called to consider the motion to amend or replace the Constitution.

27. Liability, property and dissolution

- 27.1. Persons who with the authority of the Club reasonably incur any debt or other liability on behalf of the Club shall have such liability met by the Club so that they incur no personal loss.

- 27.2. The income property and funds of the Club shall be used solely towards the promotion of the objects and shall not be paid or transferred to any members or relatives of members provided that nothing herein shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the Club and without undue preference.
- 27.3. If the Club is approved as a Deductible Gift Recipient then it will maintain a Gift Fund for gifts which are income tax deductible. If the Club is no longer approved then unspent monies in the Gift Fund will be transferred to the Gift Fund of another body formed for promoting similar objects or for charitable objects, which continues to be approved as a Deductible Gift Recipient.
- 27.4. On dissolution all property remaining after payment of all legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the Club provided that:-
 - 27.4.1. Such other body shall also prohibit the distribution of income and property to the members to the extent stated herein;
 - 27.4.2. If the Club shall have been approved as a Deductible Gift Recipient then such other body shall also be so approved and unspent monies in the Gift Fund will be transferred to the Gift Fund of the other body; and
 - 27.4.3. The Club shall not be dissolved except in accordance with the Associations Incorporation Act and following the approval of not less than three-fourths of the members present and voting at a meeting called for that purpose of which not less than one calendar month's written notice including notice of the proposed dissolution has been distributed to all members.